



First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 22260-B FILED

VIA UPS NEXT DAY AIR

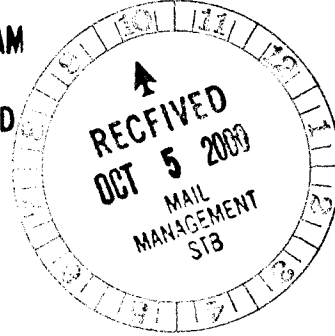
October 4, 2000

OCT 06 '00

10-31 AM

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 24, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement that was duly filed with the Commission under Recordation number 22260 on July 23, 1999.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: CSX Transportation
500 Water Street
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is one hundred fifty (150) 5100 cubic foot open top hopper cars, with car numbers CSXT 434260 - 434409, inclusive.

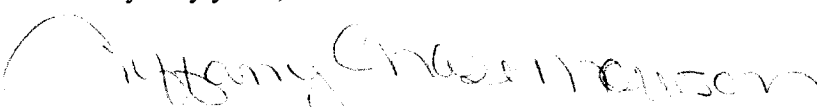
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and CSX Transportation, Lessee, covering 150 5100 cubic foot open top hopper cars with car numbers CSXT 434260 - 434409, inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

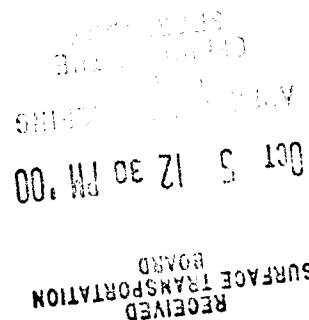
If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(CSXT033)



MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24th day of July, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation ("Lessee"), a Virginia corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January, 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

By: K. A. DombrowskiName: K. A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATIONExecuted on this 24th day of July, 2000.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24TH day of July, 2000.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)

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10-31 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

CSX TRANSPORTATION, INC.

By: [Signature]

Name: Jane Tily

Title: Asst Treas

ATTEST:

By: [Signature]

Name: PATRICIA J. AFTODRA

Title: CORPORATE SECRETARY

Executed on this 10th day of July, 2000.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Howard Michael Lee, a Notary Public of the County and State aforesaid, certify that J.M. Tily personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of July, 2000.

Howard Michael Lee
Notary Public

Commission Expires:

8/2/2003
(Notary Public)

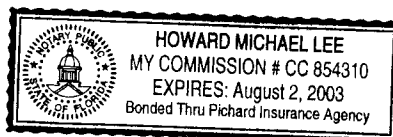


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred and fifty (150)

DESCRIPTION OF CARS: Open top hoppers, 5100 cu. ft.

CAR NUMBERS: CSXT 434260 - 434409